

# **EXHIBIT 1-D**

**STATEMENT OF WORK (OPT-IN LEADS)**

**to Teleservices Agreement between Total Marketing Concepts, Inc. and Direct Energy Services, LLC**

This Statement of Work for Opt-In Leads ("SOW") between **Direct Energy, LP** and its U.S. Affiliates (collectively "Direct Energy") and **Total Marketing Concepts, Inc. ("TMC")** dated March 24<sup>th</sup>, 2016 ("Effective Date") incorporates and is subject to the terms and conditions of the Teleservices Agreement between Direct Energy Services, LLC, an affiliate of Direct Energy, and TMC dated March 4, 2015 (the "Agreement"). All capitalized terms not defined herein shall have the meaning specified in the Agreement. To the extent of any conflict between the Agreement and this SOW (Opt-In Leads), this SOW (Opt-In Leads) controls. TMC and Direct Energy may each be referred to herein as a "Party" or, collectively, as "Parties."

1. **Term:** The Parties agree to a 30 calendar-day trial period beginning on the date upon which Services commence, as mutually determined by the Parties ("Trial Period"). During the Trial Period, either Party may terminate this SOW for any reason upon forty-eight (48) hours' written notice to the other Party. The Parties will negotiate in good faith and determine if the Services will continue past the Trial Period upon execution of a written agreement between the Parties reflecting mutually agreeable commercial terms for performance of the Services. If this SOW continues in effect beyond the Trial Period, either Party may terminate this SOW upon 30 days' written notice to the other Party, without penalty.
2. **Territories:** TMC shall provide Services (defined below) in the State of Texas, and the US North Region (Connecticut, Delaware, District of Columbia, Illinois, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, Ohio, Pennsylvania)
3. **Services:**

**Program Name:** Test Campaign with DMI Partners for Co-Registration (Co-Reg)  
Opt-in Leads

**Program Offering:**

- TMC named sub-contractor DMI Partners will conduct a test with TMC to provide opt-in leads for the purpose of selling Direct Energy products and services in the State of Texas and the US North Region.
- DMI will provide co-registration leads for potential customers who have opted-in through an online advertisement to receive a call regarding the specific offers determined by Direct Energy for the market in question.
- TrustedForm certificates will provide independent proof of consent of the opt-in by the consumer for compliance purposes.
- Anticipated initial volume will be 1000 leads per calendar day, additional volume to be

determined based on the sales performance and final cost per acquisition ("CPA").

**Payment:**

TMC will invoice Direct Energy for the leads and will pay DMI Partners directly.

Leads are priced at \$0.50 plus the Trusted Form Fee based on volume shown in the Table below. We are anticipating falling between \$0.54 and \$0.575 per lead based on the chart below.

Monthly Tier	Included Volume (Total monthly claims)	Overage Rate (per claim)
\$500.00	2,500	\$0.200
\$750.00	5,000	\$0.150
\$1,000.00	10,000	\$0.100
\$1,500.00	20,000	\$0.075
\$3,000.00	50,000	\$0.060
\$4,000.00	100,000	\$0.040
\$7,500.00	500,000	\$0.020

Total Marketing Concepts, Inc. (TMC)

By: 

Name: Tyson Chavarie

Direct Energy, LP on behalf of  
Itself and its U.S. Affiliates

By: 

Name: STEPHEN HAND

Examples of the opt-in ad and permission language, as it can appear on various websites, are attached to this SOW as “Exhibit A” for Tier 1 content providing websites, and “Exhibit B” for Tier 2 consumer survey websites (Note that owing to design and layout differences amongst websites, the look and placement of the opt-in ad and permission language may vary, but the content will remain as stated in the paragraph above and as shown in Exhibits A and B.)

Records of such “opt-in” consumers will be maintained and retained by TMC and/or its sub-contractor DMI Partners in accordance with Federal and State laws regarding such permissions and records, and in compliance with the U.S. Federal E-Sign Act. At a minimum, the records will include: First and last name of opt-in party, phone number of opt-in party, zip code of residence of opt-in party, IP address of computer used by opt-in party, date/time stamp of opt-in, confirmation that the opt-in party is age 21 years or older. Such records will be made available to Direct Energy upon request.

No outbound sales calls will be made by TMC or DMI Partners under this program to cellular phones, or phones on the FCC wireless/wireline ported list, to consumers indicating by zip code that they reside in the states of New Jersey, Arizona, or Wyoming, as per the laws in those states.

No outbound sales calls will be made by TMC or DMI Partners under this program to cellular phones, or phones on the FCC wireless/wireline ported list, using automated dialer equipment, or systems capable of storing telephone numbers and dialing those numbers, unless prior written consent has been provided by a party who is age 21 years or older.

TMC or DMI Partners shall arrange and maintain exclusive toll-free numbers for this program (program-specific numbers), or some other mechanism, to facilitate tracking and reporting of call results to Direct Energy.

It is the opt-in permission that permits a subsequent outbound telesales call that is the essential service being provided by TMC or DMI Partners to Direct Energy under this SOW.

4. Enrollments: Completed consumer enrollments and applicable third-party verifications shall be defined in and governed by the terms and conditions of the Agreement.
5. Record Keeping: TMC and/or its sub-contractor DMI Partners will retain on record for no less than five (5) years all statute-required information related to leads sources, leads identities, enrollments, and applicable opt-in information related to that lead and its subsequent inbound or outbound telesales call. TMC or DMI Partners shall make such information available to Direct Energy upon request. Except as provided by law, and within the terms and conditions of the agreement, Direct Energy shall use such information solely in support of Services rendered by TMC and/or TMC sub-contractor DMI Partners, or in response to complaints or enrollment issues raised by that consumer (lead) or Direct Energy.

TMC, in conjunction with its sub-contractor DMI Partners, will provide to Direct Energy any opt-out record for consumers contacted or solicited via this program so Direct Energy can maintain its own internal do-not-call or do-not-email lists. Likewise, Direct Energy will provide to TMC any do-not-contact requests from consumers who contact Direct Energy directly. TMC in turn will inform its sub-contractor DMI Partners of any do-not-contact requests from opt-in consumers under this program that are received by TMC and/or Direct Energy.

6. Reporting: Unless otherwise noted standard reporting per the Agreement.
7. Adjustments, Modifications, and Amendments:

The intent of the Services under this SOW's Test Campaign is to create and build an effective opt-in campaign whereby TMC can increase energy telesales for Direct Energy, within a viable framework for all Parties.

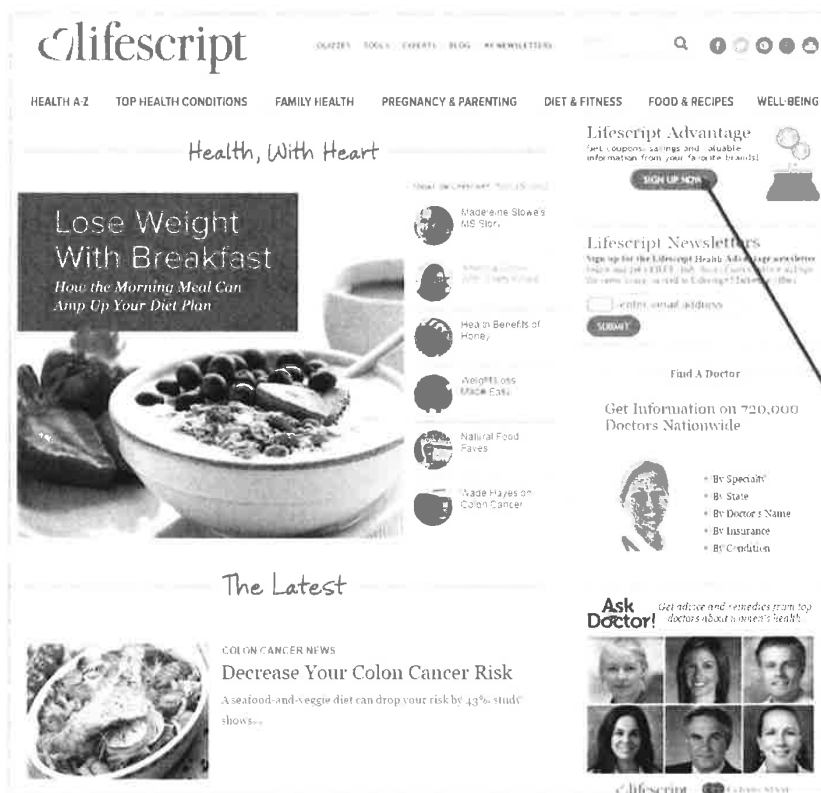
As the Test Campaign proceeds, it may require adjustments in marketing volumes, schedules, geographies, and compensation in order to meet the viability and sales goals envisioned, which is in keeping with the nature of test programs.

Any adjustments, modifications or amendments to this Test Campaign shall be conducted in writing and shall not affect the remaining terms of this SOW or the Agreement.

8. Copyrights, Trademarks, and Properties:

Direct Energy hereby grants to TMC and its sub-contractor DMI Partners a non-exclusive, non-transferable, right, during the term of this SOW, and solely for the purposes of fulfillment of the terms of this SOW, to display the Direct Energy company name (attached as "Exhibit A") in online advertising to solicit opt-in consumers. TMC affirms and acknowledges that Direct Energy owns and retains all use and distribution rights, titles, interest, and ownership of the Direct Energy name.

EXHIBIT "A"



## lifescrIPTadvantage

STEP 1 OF 2



It only takes a few minutes.  
Quick & Easy!



### Please fill out the form

First Name

Last Name

Street Address

City

State

State \*

Zip

Gender

☒ Female ☐ Male

Date of Birth

Month \* Day \* Year \*

Email

Do you have medicare?

☐ Yes

Check all that apply to you or a loved one:

☐ Pregnancy - New Mother

☐ Diabetes

☐ Arthritis

Continue to the next step ►



lifescrptadvantage

Receive valuable health information tailored to you,  
plus coupons and savings from your favorite brands.

STEP 2 OF 2



It only takes a few minutes.  
Quick & Easy!



## Get Healthy & Save!

Please select the FREE\* offers below that interest you and  
press "Continue" to finish signing up.

### Direct Energy - NEST

Start saving today – Special invitation  
to get a free Nest learning thermostat  
(\$249 value) with qualifying electricity  
plans.

Offer 1 of 13



#### Privacy Policy

We may use this information to help us understand your needs and preferences, to improve our services, and to provide you with targeted advertising. We may also use this information to share with third parties for marketing purposes. We will not sell or rent your information to any third party. You can opt out of this sharing at any time. For more information, please visit our privacy policy page.

☐ Yes

☐ No

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## EXHIBIT "B"



Sample Ad Flow

## New member profile

Before you may take these surveys, you must complete your membership by filling out the form below. The information you enter is used to "optimize" the content and display of our surveys. Your responses are kept confidential and are used only for membership purposes. We will never share your personal information with anyone without your permission.

All information you provide will be kept strictly confidential and used only for membership purposes. We will never share your personal information with anyone without your permission.

☐ Sign up ☐ Connect

Email address <small>Required</small>		<input type="text"/>
First name <small>Required</small>	Last name <small>Required</small>	<input type="text"/>
Street Address <small>Required</small>	Apt. or Suite <small>Optional</small>	<input type="text"/>
Zip <small>Required</small>	Country <small>Required</small>	<input type="text"/>
Date of Birth <small>Required</small>	MM <input type="text"/>	DD <input type="text"/>
Gender <small>Required</small>	Male <input type="radio"/>	Female <input type="radio"/>
Profession <small>Required</small>	<input type="text"/>	
Create Password <small>Required</small>	<input type="password"/>	
Confirm Password <small>Required</small>	<input type="password"/>	

☐ Yes, I have read and agree to the [Terms](#) and [Privacy policy](#)



Sample Ad Flow



Meg

## New Member Questionnaire

Congratulations! You have joined the finest minds in consumer research. Please take a minute to complete the new member questionnaire below. Your answers will be used to find surveys that are more relevant to you.

These answers will be sent to our partners to find more surveys for you. [More info](#)

Just select "Yes" or "No" next to each of the questions below and then click the continue button below to complete your membership.

Do you have a patent idea or invention that you would like to make a reality? ☒ Yes ☐ No

Direct Energy- NEST  
Start saving Today- Special invitation to get a free Nest learning thermostat (\$249 value) with qualifying electricity plans. [+](#) ☒ Yes ☐ No

### Contact Information

First Name

Last Name

ZIP Code

E-mail Address

Phone Number

I hereby consent to receive the sales calls, text messages, auto dialed and/or pre-recorded telemarketing calls, which may use automated dialing equipment, from or on behalf of Direct Energy. Consent for calls is not a condition for purchase. I confirm I am at least 21 years old.

### New member signup

1. Complete member profile.  
This step is required to start.  
The information we need to  
contact you regarding payment  
and surveys.

2. New member  
questionnaire  
Tell us about yourself so we  
can get a better idea of what  
surveys you are eligible for.

3. Start earning!  
Get money and rewards  
and get started making money.

This sign up process is protected by:





Sign Up



### Confirm your email. Start earning!

We sent a confirmation email to [winston.bishop@outlook.com](mailto:winston.bishop@outlook.com) to verify your account.

Click the confirmation link to immediately access survey opportunities.

#### 1. Check your email right now!

You should receive an email from us within the next minute.

Check Email

The email will come from [surveys@vindale.com](mailto:surveys@vindale.com). Please add [surveys@vindale.com](mailto:surveys@vindale.com) to your email safe list.

If more than five minutes have passed and you have not received it, [click here](#).

#### 2. Click on the confirmation link in the email.

The link will take you back to the Vindale Research web site, where you can continue to explore survey opportunities.

#### 3. Start earning!

Browse survey opportunities that interest you and start earning cash for your opinion!

#### New member signup



##### 1. Complete member profile

This step is required to collect the information we need to contact you regarding payment and surveys.

##### 2. New member questionnaire

Tell us about yourself so we can get a better idea of which surveys you are eligible for.

##### 3. Start earning!

Confirm your email address and get started making money!

This sign-up process is protected by

